

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

One Communications Corp., as successor in interest to CTC Communications Group, Inc. and CTC Communications Acquisition Corp.,

Plaintiff,

-V.-

JP Morgan SBIC LLC, Sixty Wall Street
SBIC Fund, L.P., The Megunticook Fund II, L.P.,
The Megunticook Side Fund II, L.P.,
Kevin O'Hare, Jeffrey Koester,
Mellon Investor Services LLC as nominal defendant
as escrow agent and Verizon New England Inc.,
as defendant on a declaratory judgment claim,

Defendants.

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) Civil Action: 07 Civ 3905 (LTS)
) (AJP)
) (ECF Case)
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MOTION TO DISMISS

Pursuant to Fed. R. Civ. P. 12(b)(6), Defendants Megunticook Fund II, L.P. and Megunticook Side Fund II, L.P. (the “Megunticook Defendants”), respectfully move this Court to dismiss as against them each count of the Complaint in the above-captioned action for the reasons set forth in the Memorandum of Law in Support of Megunticook Defendants’ Motion to Dismiss, filed herewith.

REQUEST FOR ORAL ARGUMENT

Megunticook Defendants believe that oral argument on this motion to dismiss would assist the Court, and therefore request that they be heard in support of the motion.

Respectfully Submitted,

THE MEGUNTICOOK FUND II, L.P., and
THE MEGUNTICOOK SIDE FUND II, L.P.

By their attorneys,

/s/ Ira K. Gross

Ira K. Gross (IG-6834)
Paul E. Summit (PS-6263)
SULLIVAN & WORCESTER LLP
One Post Office Square
Boston, MA 02109
(617) 338-2800
igross@sandw.com

Of Counsel:
Philip Rakhunov
SULLIVAN & WORCESTER LLP
One Post Office Square
Boston, MA 02109
(617) 338-2800
prakhunov@sandw.com